

**BY-LAWS  
FOR  
ONTARIO CYCLING ASSOCIATION  
INCORPORATED**

**ARTICLE I  
GENERAL**

1.1 Purpose – These ~~by~~By-laws relate to the general conduct of the affairs of Ontario Cycling Association Incorporated, ~~a corporation governed by the Ontario Corporations Act and referred to as the “Corporation” in these Bylaws (provided that, upon the coming into force of the Not-for-Profit Corporations Act, 2010 (Ontario), the Corporation shall be governed by the Not-for-Profit Corporations Act, 2010 (Ontario) as amended from time to time or any act that may be substituted therefor).~~

1.2 Definitions – The following terms have the meanings in these By-laws:

- (a) *Act* – ~~the Ontario Corporations Act, as amended from time to time (provided that, upon the coming into force of the Not-for-Profit Corporations Act, 2010 (Ontario), the term shall refer to the~~ Not-for-Profit Corporations Act, 2010 (Ontario) and any regulations passed thereunder as amended from time to time or any act or regulation that may be substituted therefor.
- (b) *Annual-~~General~~ Meeting* – the annual ~~general~~ meeting of Members.
- (c) *Articles* - ~~the Letters Patent and any Supplementary Letters Patent or Articles of Amendment~~instrument that incorporated the Corporation and any instrument that modifies its incorporating instrument, including letters patent, supplementary letters patent, articles of amendment, or restated articles of incorporation.
- (d) *Auditor* – an individual appointed by the Members to audit the Corporation’s books, accounts and records ~~of the Corporation~~. The Auditor shall not be an employee or a Director or an officer of the Corporation.
- (e) *Board* – the Corporation’s Board of Directors ~~of the Corporation~~.
- (f) ~~*Club* – an organization or a group of persons whose aims are consistent with the purposes of the Corporation as set out in the Articles.~~*By-laws* – these By-laws as amended from time to time.
- (g) *club* – is a Person which has its own members who engage in the sport of cycling.
- (h) *Corporation* – Ontario Cycling Association Incorporated, a corporation governed by the Act.

- (i) ~~(g)~~ *Days* – shall mean total days, irrespective of weekends and holidays, excluding the day on which the number of days commences.
- (i) ~~(h)~~ *Director* – an individual elected or appointed (in accordance with these By-Laws) to serve as a director of the Corporation ~~pursuant to these By-laws.~~
- (k) *Individual Member* – is a Member described in Section 2.3.
- (l) *Member* – a Person to which or to whom the Board has issued a membership as a Member Club, an Individual Member or a Participant Member in accordance with Article II, and each of the terms “Members” and “Membership” has a corresponding meaning.
- (m) *Member Club* – is a Member described in Section 2.2.
- (n) ~~(i)~~ *General Members’ Meetings* – has the meaning set out in section Section 4.1 hereof.
- (o) ~~(j)~~ *Letters Patent Officer* – is an officer of the Corporation dated September 15, 1973.
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- ~~(k)~~ *Members* – the members included in the categories set out in section 2.1 listed in Section 3.25.
- ~~(p)~~ *Ordinary Resolution* – means a resolution that is submitted to a Members’ Meeting and passed at that Members’ Meeting by ~~that~~ at least a majority of the votes cast in a General Meeting of Members for which meeting proper notice has been given.
- ~~(m)~~ *Registered Address* – the most recent address of record in the register of Members.
- (q) *Participant Member* – is a Member described in Section 2.4.
- (r) *Person* - includes an individual, corporations and other legal entities.
- (s) *Program* – A program or event organized by or sanctioned by the Corporation with respect to which a Person is required to register with the Corporation or with a Member in order to participate in the program or event.
- (t) ~~(n)~~ *Special General Meeting* – a meeting of Members’ Meeting other than the Annual ~~General~~ Meeting.
- (u) ~~(o)~~ *Special Resolution* – a resolution submitted to a Members’ Meeting duly called for the purpose of considering the resolution and passed ~~by not less~~

~~than at the Members' Meeting by at least~~ two-thirds of the votes cast ~~at a General Meeting for which resolution proper notice has been given.~~

~~(p) — Youth — Members of the Association under the age of 19 years.~~

~~1.3 — Interpretation — Words stating the singular shall include the plural and vice-versa, and words stating a gender shall include the other gender as well as Clubs.~~

1.3 ~~1.4~~ Conduct of Meetings – Unless otherwise specified in the *Act* or these By-laws, ~~meetings of Members' Meetings and Board meetings of the Board~~ shall be conducted according to the most recent edition of Perry's Call to Order (ISBN 0-9691683-0-6/978-0-9691683-2-2).

## ARTICLE II MEMBERSHIP MEMBERS

### Categories of Membership Members

2.1 Classes of Members – There shall be three (3) classes of Members:

- (a) Member Club (Voting);
- (b) Individual Member (Voting); and
- (c) Participant Member (Non-Voting).

2.2 Member Clubs – Member Clubs shall be each of those clubs to which from time to time the Board has issued a 'Member Club' Membership in accordance with a Board-approved policy, provided that a Member Club must:

- (a) have a minimum of (5) members who are either Individual Members or Participant Members;
- (b) be a corporation incorporated under the laws of Ontario or Canada;
- (c) have policies, procedures, and rules that are not inconsistent with those of the Corporation; and
- (d) have a current Membership which has not ceased as described in Section 2.17.

A Member Club cannot transfer to another category of Membership.

~~2.1 — The Corporation has six (6) categories of membership: The Corporation shall recognize any individual authorized by a Member Club~~

to represent the Member Club at Members' Meetings and such individual may exercise all the powers of that Member Club on its behalf.

~~(a) — Individual Member;~~

~~(b) — Event Member;~~

~~(c) —~~

2.3 Individual Members – Subject to Section 2.8, Individual Members shall be each of those individuals to whom from time to time the Board has issued an 'Individual Member' Membership in accordance with a Board-approved policy, provided that an Individual Member must:

(a) be an Individual Member Club;

~~(d) — Associate Member;~~

~~(e) — Associate Business Member who holds either:~~

(i) a provincial race license; or

(ii) a UCI license; and

~~(f) — Honourary~~

(b) have a current Membership which has not ceased as described in Section 2.17.

An Individual Member:

Description cannot transfer to another category of Membership Categories.

~~2.2 — Individual Member — An Individual Member is an individual who has paid membership dues and who, if in good standing, has one (1) vote in the affairs of the Corporation and, subject to Section 3.6, is eligible to be nominated for election or appointment as a Director or officer.~~ Officer of the Corporation.

A corporation or other entity may not be an Individual Member.

2.4 Participant Members – Participant Members shall be each of those individuals to whom from time to time the Board issues a 'Participant Member' Membership in accordance with a Board-approved policy, provided that a Participant Member must:

(a) have paid relevant fees;

(i) to a Member Club in order to be a current member of that Member Club (as may be confirmed by such Member Club from time to time); or

(ii) ~~2.3 Event Member~~ — An Event Member is an individual who has paid membership dues in order to participate in a specific event of sanctioned by the Corporation; and who has no vote in the affairs of the Corporation.

~~2.4 — Member Club — A Member Club is a Club which has paid membership dues, which has as its own members at least five Individual Members, which has by-laws and policies that are consistent with those of the Corporation, and which has one vote in the affairs of the Corporation to be exercised by the Club's delegate. Subject to the preceding sentence and Subsection 2.17(e), not all members of a Member Club need to be Individual Members of the Corporation, and membership in a Member Club does not confer membership in the Corporation.~~

~~2.5 — Associate Member — An Associate Member is an individual member of a Club who has paid membership dues, and who has no vote in the affairs of the Corporation.~~

~~2.6 — Associate Business Member — A business which supports the aims of the Corporation, which has paid membership dues and which has no vote in the affairs of the Corporation.~~

~~2.7 — Honourary Member — Upon nomination by the Board, the Members may by Special Resolution designate as an Honourary Member any individual or organization which has provided outstanding service to the Corporation or to cycling in Ontario. Honourary Members pay no membership dues and have no vote in the affairs of the Corporation.~~

### **Admission of Members**

~~2.8 — No individual, Club, team or business shall be admitted as a Member unless:~~

- ~~(a) — the individual, Club, team or business has made written application for membership in a manner prescribed by the Board;~~
- ~~(b) — the individual, Club, team or business has been approved as a Member by the Board or by an individual or committee delegated this authority by the Board; have a current Membership which has not ceased as described in Section 2.17.~~
- ~~(c) — the individual, Club, team or business has paid membership dues as determined by the Board~~

A Participant Member may transfer to an Individual Member status for the purpose of race participation through a process which is in accordance with a Board-approved policy.

A Participant Member, if in good standing, is eligible to be nominated for election or appointment as a Director or Officer of the Corporation.

A corporation or other entity may not be a Participant Member.

2.5 Voting by Member Clubs - Each Member Club, if in good standing, shall have one (1) vote on each question arising at any Members' Meeting.

2.6 Voting by Individual Members - Each Individual Member, if in good standing, shall have one (1) vote on each question arising at any Members' Meeting, provided that an Individual Member who is a Director shall not have a vote at any Members' Meetings.

2.7 Participant Members Non-Voting – Participant Members shall not be entitled to vote on any question or matter arising at any Members' Meeting or to make or to second motions at Members' Meetings.

2.8 Employees not entitled to Individual Membership – Employees of the Corporation are not eligible to be Individual Members.

2.9 Membership ~~Dues~~2.9–Year – Unless otherwise determined by the Board, the membership year of the Corporation is the calendar year and each Membership shall expire at the end of a Membership year unless renewed in accordance with Section 2.11.

2.10 ~~Dues~~Membership Fees – Membership dues for all categories of members fees shall be determined by the Board from time to time.

### **Withdrawal**

2.11 Membership Renewal – The Board may renew a Person's Membership in accordance with a Board-approved policy.

### **Resignation, Disciplinary Action, Suspension and Termination of Membership**

2.12 ~~2.11~~Resignation – A Member may resign from the Corporation by giving written notice to the Board, except as stated in Section ~~2.12~~2.13.

2.13 ~~2.12~~May Not Resign – A Member may not resign from the Corporation when the Member is subject to a disciplinary investigation or proceeding of the Corporation.

~~2.13 Arrears – A Member may be suspended from the Corporation for failing to pay membership dues by the deadline date prescribed by the Board. Should membership dues remain unpaid for an additional thirty (30) days, the Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.~~

2.14 ~~Disciplinary Action, Suspension and Termination~~

(a) ~~2.14 Discipline – In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from the~~

~~Corporation, or have~~ The Board or any committee or task group delegated this authority by the Board may suspend or terminate a Member's membership, or the Board or any committee or task group delegated this authority by the Board may impose other membership disciplinary restrictions or sanctions imposed upon him regarding a Member's membership, in accordance with the Corporation's policies ~~and,~~ procedures and rules relating to discipline of Members.

~~2.15 ——— Notice and Opportunity to be Heard — A Member shall be given at least fifteen (15) days' notice of, with reasons for, a proposed action under Section 2.13 or Section 2.14 and shall be given an opportunity to be heard, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination.~~

~~2.16 ——— Cease to Be a Member — Any Member which is not an individual shall cease to be a Member upon its dissolution or winding up of its affairs.~~

### **Good Standing**

~~2.17 — Discretionary — A Member of the Corporation shall, in the discretion of the Board, be deemed by the Board not to be in good standing, in the event that:~~(a) ~~the Member owes outstanding membership dues or other debts to the Corporation;~~

~~(b) — the Member has failed fails to comply with any of the Articles, By-laws, policies, procedures or rules of the Corporation; or,~~

(b) Without limiting the generality of Section 2.14(a), a sanction which may be imposed regarding a Member's membership may be or include a declaration by the Board or by any committee or task group delegated this authority by the Board that the Member is not in good standing as contemplated by Article VIII.

~~(c) where the Member is a Club, the Member does not include at least five (5) Individual Members. A Member shall be given at least fifteen (15) Days' notice of, with reasons for, a proposed action under this provision and shall be given an opportunity to be heard by the Board or by any committee or task group delegated this authority by the Board, orally or in writing, not less than five (5) Days before the disciplinary action, suspension or termination of membership becomes effective.~~

~~2.18 ——— Non-Discretionary — A Member of the Corporation shall be deemed not to be in good standing in the event that:~~

2.15 Suspension or Termination related to Fees – Without limiting the generality of Section 2.14;

~~(a) the Member has ceased to be a Member; or~~ the Board or any committee or task group delegated this authority by the Board may suspend a Member's

membership for failing to pay membership fees by the fee payment deadline date prescribed by the Board, provided that a Member shall be given at least fifteen (15) Days' notice of, with reasons for, a proposed action under this provision and shall be given an opportunity to be heard by the Board or by any committee or task group delegated this authority by the Board, orally or in writing, not less than five (5) Days before the suspension of membership becomes effective; and

- (b) ~~the Member has been suspended or expelled from Membership or had other membership~~ restrictions or sanctions imposed on him. should a Member's membership fees remain unpaid for over thirty (30) Days after the fee payment deadline date prescribed by the Board or by any committee or task group delegated this authority by the Board, the Board or any committee or task group delegated this authority by the Board may terminate the relevant Member's membership, provided that a Member shall be given at least fifteen (15) Days' notice of, with reasons for, a proposed action under this provision and shall be given an opportunity to be heard by the Board or by any committee or task group delegated this authority by the Board, orally or in writing, not less than five (5) Days before the termination of membership becomes effective. For greater certainty, a termination of a Member's membership pursuant to this Section 2.15(b) may occur without a suspension under Section 2.15(a) having been imposed.

2.16 ~~2.19 Cease to be~~ Not in Good Standing – Members A Member who ~~ceases~~ is declared not to be in good standing :

- (a) shall not be entitled to vote at ~~meetings of Members'~~ Meetings; and
- (b) shall lose all Member privileges (including those listed in Section 7.2);

until such time as the Board or any committee or task group delegated this authority by the Board is satisfied that the Member is in good standing. ~~A Member who is not in good standing may not be a Director~~

2.17 Ceasing to Be a Member – Any Member shall cease to be a Member in the event that such Member's Membership has not been renewed, or upon that Member's resignation (subject to Section 2.13), the termination of that Member's membership, that Member's death (in the case of an Individual Member or a Participant Member), or, in the case of a Member Club, that Member's dissolution or the winding up of its affairs.

## ARTICLE III GOVERNANCE

### Composition of the Board

3.1 Directors – The Board shall ~~consist~~ be composed of :

- (a) seven (7) Directors at Large;

- (b) the Athlete Representative; and
- (c) one (1) optionally appointed Director in accordance with Section 3.4 below.  
~~The Directors shall be~~

3.2 ~~An elected by the Members. The Director's~~ term of office ~~of the Directors~~ (subject to ~~the any relevant~~ provisions, ~~if any,~~ of the ~~articles~~ Articles) shall be from the date of the meeting at which they are elected ~~or appointed~~ until the close of the second annual meeting (2<sup>nd</sup>) Annual Meeting after such election or until their ~~successors are~~ successor is elected or appointed.

3.3 The seven (7) Directors at Large and the Athlete Representative shall be elected by the Members from candidates identified by the Nominations Committee in accordance with Section 3.38 below.

3.4 At its option and discretion, the Board may appoint one (1) additional Director at Large to the Board provided that at least three (3) Directors were elected at the most recent Annual Meeting. An appointed Director serves for a term that expires at the close of the next Annual Meeting.

3.5 No Director shall serve as such for more than six (6) consecutive years, provided that any Director elected during 2022 shall be entitled to serve as such for seven (7) consecutive years.

#### **Policies and, Procedures and Rules**

3.6 ~~3.2 Policies and, Procedures and Rules~~ – The Board may make policies ~~and,~~ procedures and rules for managing the affairs of the Corporation in accordance with the *Act*, the Articles and these By-laws. ~~These policies and procedures shall be published in a Policy Manual.~~

3.7 ~~3.3 Discipline~~ – The Board may make policies ~~and,~~ procedures and rules regarding the discipline of Members in accordance with these By-Laws, and shall have the authority to discipline Members in accordance with such policies ~~and,~~ procedures and rules.

3.8 ~~3.4 Dispute Resolution~~ – The Board may make policies ~~and,~~ procedures and rules relating to management of disputes within the Corporation and all disputes shall be dealt with in accordance with such policies ~~and,~~ procedures.

~~3.5~~ ~~Employment or Engagement of Individuals~~ – ~~The Board may employ or engage under contract such individuals as it deems necessary to carry out the work of the Corporation and~~ rules.

#### **Election of Directors**

3.9 ~~3.6 Eligibility~~ – The following ~~persons~~ are disqualified from being a Director ~~of the Corporation~~:

- (a) ~~an individual~~ a Person who is ~~not a~~ neither an Individual Member ~~in good standing of the Corporation;~~

~~(b) — a person who is not an individual nor a Participant Member;~~

(b) ~~(e)~~ an individual who is under 18 years old;

(c) ~~(d)~~ an individual who has been found under the Ontario *Substitute Decisions Act, 1992* or under the Ontario *Mental Health Act* to be incapable of managing property;

(d) ~~(e)~~ an individual who has been found to be incapable by any court in Canada or elsewhere; or

(e) ~~(f)~~ an individual who has the status of bankrupt.

~~3.7 — Nomination — A nomination for election as a Director shall be in writing and shall:~~

~~(a) — be signed by the nominator, who shall be any Individual Member in good standing;~~

~~(b) — include the written consent of the nominee; and~~

~~(c) — be submitted to the Corporation at least seven (7) days prior to the relevant General Meeting.~~

3.10 ~~3.8~~ Election — The Directors shall be elected by the Members entitled to vote at the relevant ~~General~~ Members' Meeting.

3.11 ~~3.9~~ Start of Term — Directors who are elected shall begin their terms immediately following the relevant ~~General~~ Members' Meeting.

3.12 ~~3.10~~ Length of Term — Each of the Directors shall be elected for a term of two (2) years. If an election as set out in Section ~~3.11~~ 3.13 regarding relevant Directors has not been held by the date on which the relevant two (2) year period ends, each of the relevant Directors shall be entitled to remain in office until such election occurs.

3.13 ~~3.11~~ Election of Directors — Four (4) of the Directors shall be elected at the Annual ~~General~~ Meeting in years ending in an odd number and three (3) of the Directors shall be elected at the Annual ~~General~~ Meeting in years ending in an even number.

### **Resignation and Removal of Directors and Vacancies on the Board**

3.14 ~~3.12~~ Resignation — A Director may resign from the Board at any time by presenting ~~his~~ their notice of resignation to the Board.

~~3.13 — Vacate Office — The office of any Director shall be vacated automatically if the Director, without reasonable excuse, fails to attend two (2) consecutive meetings of the Board or fails to attend four (4) meetings in any twelve-month period.~~

3.15 ~~3.14~~ Vacancies – So long as there is a quorum of Directors in office, any vacancy occurring in the Directors may be filled for the remainder of the term by the Directors then in office.

3.16 ~~3.15~~ Removal – A Director may be removed by Ordinary Resolution ~~of the~~ at a Members in a General' Meeting duly called for the purpose, provided the Director has been given notice of and the opportunity to be present and to speak at the General Members' Meeting. The Members may, by majority of votes cast at that ~~meeting~~ Members' Meeting, elect any ~~person~~ individual in the removed Director's stead.

### Meetings of the Board

3.17 ~~3.16~~ Number of Meetings – The Board shall hold at least two (2) meetings per year.

3.18 ~~3.17~~ Call of Meeting – The meetings of the Board shall be at the call of the Chair, or if four (4) Directors make a written request to the Chair to call a meeting.

3.19 ~~3.18~~ Notice – Written notice of Board Meetings shall be given to all Directors at least five (5) ~~days~~ Days prior to the date of the meeting.

3.20 ~~3.19~~ Quorum – A quorum for Board meetings shall be ~~four (4)~~ a majority of the Directors then in office.

3.21 ~~3.20~~ Chair – If the Chair is absent from the meeting, the ~~Secretary~~ Vice-Chair shall chair the meeting. In the absence of the ~~Secretary~~ Vice-Chair, the Board shall appoint from among ~~its members~~ those Directors in attendance a Director to chair the meeting.

3.22 ~~3.21~~ Voting – Unless specified otherwise, questions shall be decided by majority vote, ~~where~~. For greater certainty, each Director has one (1) vote, a Director's vote is personal and cannot be cast by any other Person, the ~~Chair~~ chair of the meeting carries a vote, and ~~wherein the event of~~ a tie vote ~~shall fail, the relevant motion does not pass~~. Voting shall be by show of hands unless a Director requests a secret ballot.

3.23 ~~3.22~~ Meetings by Telephone or Other Telecommunications Technology – A Meeting of the Board or any committee may be held by telephone conference call or by means of telecommunications technology which permits each participant to communicate simultaneously with all other participants.

3.24 ~~3.23~~ Resolution in lieu of Meeting - A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee ~~of Directors~~ is as valid as if it had been passed at a meeting of Directors or of a committee ~~of Directors~~.

## Officers

3.25 ~~3.24~~ Officers – The ~~officers~~Officers of the Corporation are the Chair, the Vice-Chair, the Secretary, ~~the Treasurer, the Past Chair,~~ and the ~~Executive Director~~President and CEO.

3.26 ~~3.25~~ Appointment of Officers - The Board shall appoint the Chair, the Vice-Chair, and the Secretary, ~~and the Treasurer~~ from among the Directors at its first meeting following ~~the annual meeting of the Corporation. The office of Secretary and Treasurer may be held by the same person and may be known as the Secretary-Treasurer. The Past Chair shall be the individual who last held the position Chair of the Corporation prior to the current Chair. The Past Chair shall hold such office for one (1) year after becoming Past Chair.~~ each Annual Meeting. The Board shall appoint the ~~Executive Director~~President and CEO from time to time who shall be employed or engaged by the Corporation as determined by the Board. The Board may appoint such other officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

3.27 ~~3.26~~ Duties – The duties of ~~officers~~Officers are as follows:

- (a) The Chair shall exercise general oversight of the affairs of the Corporation on behalf of the Board. It shall be their duty to preside, when present, as the chair at Members' Meetings and Board meetings. The Chair shall act as the spokesperson for the Board and the Corporation. They shall perform other functions as usually pertain to the office of the Chair and shall be entitled to be present at meetings of all Standing Committees and Ad Hoc Committees. The Chair shall oversee an annual Board review process. The Chair shall also have such other powers and duties as may from time to time be lawfully assigned to the Chair by the Board or as are incident to the Chair's office.
- (b) ~~(a) The Vice-Chair shall, when present, preside at all meetings of the Directors and of the Members; he or she shall sign such contracts, documents and instruments in writing as require his or her signature and shall be responsible for act in the Chair's stead in the formulation of event that the long-range policies, objectives and development plans of the Corporation for consideration by the Board and shall assess the implementation thereof. He or she~~ Chair is unable or unwilling to act. The Vice-Chair shall also have such other powers and duties as may from time to time be lawfully assigned to ~~him or her~~the Vice-Chair by the Board or as are incident to ~~his or her~~the Vice-Chair's office.
- (c) ~~(b) The Secretary shall be ex-officio clerk of the Board. He or she shall attend all meetings of the Members and the Board and shall enter or cause to be entered in the Corporation's books for that purpose, minutes of all proceedings thereat. He or she~~ Members' Meetings and Board meetings. The Secretary shall give or cause to be given all notices required to be given to Members and ~~the~~ Directors. Unless otherwise ordered by the Board, ~~he or she~~the Secretary shall be the custodian of the ~~corporate and~~

~~statutory Corporation's~~ books, records and registers ~~of the Corporation. He or she shall sign, certify or attest such contracts, documents and instruments in writing of or issued by the Corporation as require his or her signature and shall.~~ The Secretary shall also have such other powers and duties as may from time to time be lawfully assigned to ~~him or her~~the Secretary by the Board or as are incident to ~~his or her~~the Secretary's office.

~~(e) — The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit or cause to be deposited all moneys and negotiable instruments in the name of and to the credit of the Corporation in such bank or banks or other institutions as may from time to time be designated by the Board. He or she shall disburse the funds of the Corporation or cause them to be disbursed under the direction of the Board, causing proper vouchers to be taken therefor, and shall render to the Board at the meetings thereof or whenever required of him or her an account of all financial transactions and of the financial position of the Corporation. He or she shall also have such other powers and duties as may from time to time be lawfully assigned to him or her by the Board or as are incident to his or her office.~~

(d) The ~~Executive Director~~President and CEO shall be responsible for the general supervision of the affairs and operations of the Corporation, and shall perform such other duties as may from time to time be established by the Board.

~~(e) — The Past Chair shall perform such duties as may from time to time be established by the Board.~~

3.28 ~~3.27~~ Vacancy – Where the position of an officer becomes vacant for any reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the relevant term.

### **Committees Generally**

3.29 ~~3.28~~ Committees – ~~The Subject to Section 3.33, the~~ Board may appoint such ~~committees~~Standing Committees and Ad Hoc Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of ~~committees~~Standing Committees and Ad Hoc Committees or provide for the election of members of ~~committees~~Standing Committees and Ad Hoc Committees, may prescribe the duties of ~~committees~~Standing Committees and Ad Hoc Committees, and may delegate to any ~~committee~~Standing Committee or Ad Hoc Committee any of its powers, duties and functions except where prohibited by the Act, the Articles or these By-laws.

3.30 ~~3.29~~ Quorum – A quorum for any ~~committee~~Standing Committee or Ad Hoc Committee shall be the majority of its voting members.

3.31 ~~3.30~~ Vacancy – When a vacancy occurs on any ~~committee~~ Standing Committee or Ad Hoc Committee, the Board may appoint an individual to fill the vacancy ~~for the remainder of the committee's term~~, provided ~~this~~ such individual satisfies any qualifications for committee membership as specified in these By-laws or the Corporation's policies and procedures or rules.

3.32 ~~3.31~~ Removal – The Board may from time to time remove any member ~~which it has appointed to any committee~~ of any Standing Committee or Ad Hoc Committee.

### Standing Committees

3.33 Standing Committees - The Board's Standing Committees shall be, but are not limited to:

- (a) Governance and Human Resources
- (b) Nominations Committee
- (c) Audit and Risk Management Committee

3.34 Standing Committees' Terms of Reference - Each Standing Committee's Board-approved terms of reference shall describe the duties of such Standing Committee. A Standing Committee shall recommend matters to the Board for approval.

### Ad Hoc Committees

3.35 Ad Hoc Committees - The Board may establish such Ad Hoc Committees as it considers desirable in order to address a specific area of focus.

3.36 Ad Hoc Committees' Terms of Reference - Each Ad Hoc Committee's Board-approved terms of reference shall describe the duties of such Ad Hoc Committee. An Ad Hoc Committee shall recommend matters to the Board for approval.

### Nominations Committee

3.37 Nominations Committee - The Nominations Committee shall consist of an odd number of individuals not less than three (3), not more than two (2) of whom shall be a current Director (provided that any such Director must not be standing, nor intending to stand, for election at the relevant election). The Nominations Committee shall include appropriate representation from the Board, athletes and other stakeholders with the objective that the Nominations Committee is respected, credible and representative.

3.38 Nominations Committee Terms of Reference - The terms of reference of the Nominations Committee will include:

- (a) proposing those individuals recommended for election as Directors by providing, at least one (1) calendar month prior to the date of the election, a list to the Members of appropriate candidates to stand for election as Directors as Directors at Large and the Athlete Representative.

- (b) soliciting, receiving and considering nominations for the election of Directors at Large and the Athlete Representative. The Nominations Committee shall encourage the identification, solicitation and election of candidates to Director at Large and the Athlete Representative positions, such that the resulting composition of the Board reflects:
- (i) the Corporation's values;
  - (ii) respect for diversity;
  - (iii) the requirement that no employee of the Corporation may be a Director;
  - (iv) the Corporation's scope of responsibility, both geographically and across cycling sports;
  - (v) the Corporation's desire to maintain a broad scope of volunteer skills on which to draw in order to facilitate Directors having the necessary skills for the successful stewardship of the Corporation and to ensure that the Directors' possess as many of the skills necessary for optimal Board functioning as possible; and
- (c) developing approaches and initiatives taken with the objective of attracting candidates for the position of Director with the required skills and diversity, considering whether it considers such approaches and initiatives successful, considering any additional steps which might be taken towards such objective, and reporting to the Board annually regarding the preceding.

3.39 The Nominations Committee's recommendations for election as Directors need not be approved by the Board.

## **Remuneration**

3.40 ~~3.32~~ All Directors, officers (except the ~~Executive Director~~ President and CEO who may be remunerated in accordance with ~~his or her~~ the President and CEO's terms of engagement or employment) and members of committees shall serve their term of office without remuneration except for reimbursement of pre-approved reasonable expenses and allowances in accordance with policies, procedures and rules approved by the Board.

## **Conflict of Interest**

3.41 ~~3.33~~

- (a) A Director or officer of the Corporation who,
- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation ("**Contract**" and "**Transaction**"); or

- (ii) is a ~~Director~~director or an officer of, or has a material interest in, any ~~person~~Person who is a party to a Contract or Transaction,

shall disclose to the Corporation or request to have entered in the minutes of meetings of the ~~board~~Board the nature and extent of ~~his~~such Director's or ~~her~~officer's interest.

- (b) The disclosure required by ~~Subsection 3.33~~Section 3.41 (a) must be made, in the case of a Director,

- (i) at the ~~board~~Board meeting at which a proposed Contract or Transaction is first considered;

- (ii) if the Director was not then interested in a proposed Contract or Transaction, at the first ~~board~~Board meeting after ~~he or she~~such Director becomes so interested;

- (iii) if the Director becomes interested after a Contract is made or a Transaction is entered into, at the first ~~board~~Board meeting after ~~he or she~~such Director becomes so interested; or

- (iv) ~~if a person~~an individual who is interested in a Contract or Transaction later becomes a Director, at the first ~~board~~Board meeting after ~~he or she~~such individual becomes a Director.

- (c) The disclosure required by ~~Subsection 3.33~~Section 3.41 (a) must be made, in the case of an officer who is not a Director,

- (i) forthwith after the officer becomes aware that the Contract or Transaction or proposed Contract or Transaction is to be considered or has been considered at a ~~Board~~Board meeting ~~of Directors~~;

- (ii) if the officer becomes interested after a Contract is made or a Transaction is entered into, forthwith after ~~he or she~~such officer becomes so interested; or

- (iii) if ~~a person~~an individual who is interested in a Contract or Transaction later becomes an officer, forthwith after ~~he or she~~such individual becomes an officer.

- (d) Despite ~~Subsections 3.33~~Section 3.41 (b) and Section 3.41 (c), if ~~Subsection 3.33~~Section 3.41 (a) applies to a Director or officer in respect of a Contract or Transaction or proposed Contract or Transaction that, in the ordinary course of the Corporation's business, would not require approval by the ~~board~~Board or ~~members~~Members, the Director or officer shall disclose to the Corporation or request to have entered in the minutes of meetings of the ~~board~~Board, the nature and extent of ~~his~~such Director's or ~~her~~officer's

interest forthwith after the Director or officer becomes aware of the Contract or Transaction or proposed Contract or Transaction.

- (e) A Director referred to in ~~Subsection 3.33~~ Section 3.41 (a) shall not attend any part of a ~~board~~ Board meeting during which the Contract or Transaction is discussed and shall not vote on any resolution to approve the Contract or Transaction unless the Contract or Transaction is, ~~(i) one relating primarily to his or her remuneration as a Director of the Corporation or an organization affiliated with the Corporation;~~
  - ~~(ii) one for indemnity or insurance; or~~
  - ~~(iii) an organization affiliated with the Corporation.~~
- (f) If no quorum exists at a ~~board~~ Board meeting for the purpose of voting on a resolution to approve a Contract or Transaction only because a Director is not permitted to be present at the ~~board~~ Board meeting by reason of ~~Subsection 3.33~~ Section 3.41 (e), the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- (g) A general notice to the ~~board~~ Board by a Director or officer disclosing that ~~he or she~~ such individual is a Director or officer of or has a material interest in a ~~person~~ Person, or that there has been a material change in the Director's or officer's interest in the ~~person~~ Person, and is to be regarded as interested in any Contract made or any Transaction entered into with that ~~person~~ Person is sufficient disclosure of interest in relation to any such Contract or Transaction for the purposes of this Section ~~3.33~~ 3.41.
- (h) A Contract or Transaction for which disclosure is required under ~~Subsection 3.33~~ Section 3.41 (a) is not void or voidable, and the Director or officer is not accountable to the Corporation or its ~~members~~ Members for any profit or gain realized from the Contract or Transaction, because of the Director's or officer's interest in the Contract or Transaction or because the Director was present or was counted to determine whether a quorum existed at ~~the~~ Board meeting ~~of Directors~~ or of the committee of Directors that considered the Contract or Transaction, if,
  - (i) disclosure of the interest was made in accordance with this Section ~~3.33~~ 3.41;
  - (ii) the Board approved the Contract or Transaction; and
  - (iii) the Contract or Transaction was reasonable and fair to the Corporation when it was approved.
- (i) Despite anything in this Section ~~3.33~~ 3.41, a Director or officer, acting honestly and in good faith, is not accountable to the Corporation or to its ~~members~~ Members for any profit or gain realized from any Contract or

Transaction by reason only of ~~his~~such Director or ~~her~~officer holding the office of Director or officer, and the Contract or Transaction, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the Director's or officer's interest in it void or voidable if,

- (i) the Contract or Transaction is confirmed or approved by ~~special resolution~~Special Resolution at a ~~meeting of the~~Members' Meeting duly called for that purpose; and
- (ii) the nature and extent of the Director's or officer's interest in the Contract or Transaction are disclosed in reasonable detail in the notice calling the Members' meeting.

#### ARTICLE IV MEMBERS' MEETINGS OF MEMBERS

##### General~~Members'~~ Meetings

4.1 Types of Members' Meetings – ~~General~~Members' Meetings shall include Annual ~~General~~ Meetings and Special ~~General~~ Meetings.

4.2 ~~Notice~~ – Written notice of ~~General~~Members' Meetings shall be given ~~to all Members~~ at least ten (10) ~~days prior to~~Days and not more than fifty (50) Days before the date of ~~the meeting~~every Members' Meeting directed to such address of such Member and of the Auditor as appears on the books of the Corporation, or if no address is given, then to the last address of each such Member or Auditor known to the Secretary.

4.3 Annual~~General~~ Meeting – The Corporation shall hold an Annual ~~General~~ Meeting at such time and place as may be determined by the Board, ~~at least once every calendar year and~~ not more than: (i) six (6) months after the fiscal year end of the Corporation; and (ii) fifteen (15) months after the adjournment of the previous Annual ~~General~~ Meeting.

4.4 Special~~General~~ Meeting – A Special ~~General~~ Meeting ~~of the Members~~ may be called at any time at the discretion of the Board or upon the written requisition of ten (10) percent or more of the ~~voting~~ Members ~~of the Corporation~~.

4.5 Quorum – Quorum at a General~~Members'~~ Meeting shall be ~~one five (15) percent of voting Members or twenty (20) voting Members, whichever is less.~~

4.6 Business at Meetings – The report of the Auditor, the presentation of financial statements, the ~~appointment or re-~~appointment of the Auditor and the report of the Directors to the Members shall be conducted at the Annual ~~General~~ Meeting. Any other business including Ordinary Resolutions and Special Resolutions may be conducted at the Annual ~~General~~ Meeting or at Special ~~General~~ Meetings.

4.7 Voting – Unless specified otherwise, questions at Members' Meetings shall be decided by Ordinary Resolution, where a tie vote shall fail. An abstention from voting shall not be counted as a vote. Voting shall be by show of hands, unless a majority of the ~~members~~Members

approves a secret ballot. ~~the~~The chair of the meeting shall not have a second or casting vote. Voting by proxy shall may be permitted. ~~The Directors may by resolution fix a time not exceeding forty eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting conducted by mail or by telephonic or electronic means only if: (i) votes may be verified as having been made by Members entitled to vote at a Members' Meeting; and (ii) the Corporation is not able to identify how each Member voted.~~

4.8 Meetings by Telephone or Other Telecommunications Technology – A Members' Meeting may be held by telephone conference call or by means of telecommunications technology which permits each participant to communicate simultaneously with all other participants.

4.9 4.8-Adjournment – A GeneralMembers' Meeting may be adjourned from time to time from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for fourteen (14) daysDays or more, notice of the adjourned meeting shall be given as if was a new meeting.

## ARTICLE V FINANCE AND MANAGEMENT

5.1 Fiscal Year – Unless otherwise determined by the Board, the Corporation's fiscal year ~~of the Corporation~~ shall be the calendar year.

5.2 Auditor – At each Annual ~~General~~ Meeting the Members shall appoint an Auditor.

5.3 Signing Authority – The Board shall designate two (2) or more individuals who shall have signing authority for all financial transactions and contracts conducted in the name of the Corporation. All such transactions and shall require two (2) signatures.

5.4 Property – The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

5.5 Borrowing – ~~The Corporation may borrow funds upon such terms and conditions as the Board may determine up to a maximum of ten percent (10%) of the previous fiscal periods gross revenue. Borrowing above this limit must be approved by Board may, without authorization of the Members at a General Meeting by Ordinary Resolution;~~

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any Person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

5.6 Books and Records – The Board shall ensure that all books and records of the Corporation required to be kept by the *Act*, these By-laws or any other statute or law are regularly and properly kept.

## ARTICLE VI INDEMNIFICATION AND INSURANCE

6.1 Indemnification — ~~Subject to Section 6.2, the~~ (a) The Corporation: ~~(a)~~ shall from time to time and at all times indemnify each ~~Director~~ director or officer of the Corporation, each former director or officer of the Corporation, and each individual who acts or acted at the Corporation's request as a ~~Director~~ director or officer, or in a similar capacity, of another entity;

~~(i)~~ (i) in respect of all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in ~~connection with the defence~~ respect of any civil, criminal, administrative, investigative or other action or proceeding ~~to~~ in which the individual is ~~subject~~ involved because of the individual's association with the Corporation or other entity as described above, if the individual;

~~(A)~~ (A) was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and

~~(B)~~ (B) fulfils (B) fulfills the conditions set out in Section ~~6.2;~~ 6.1(c) of these By-laws.

~~(ii)~~ (ii) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity;

~~(b)~~ (b) The Corporation may advance money to a Director, officer or other individual referred to in Section 6.1 (a) ~~(ii)~~ of these By-laws for the costs, charges and expenses of an action or proceeding referred to in ~~that Section~~ clause 6.1 (a)(i) and clause 6.1(a)(ii) of these By-laws, but the individual shall repay the money if the individual does not fulfill the conditions set out in Section ~~6.2~~ 6.1(c) of these By-laws.

~~6.2~~ 6.2 — Limitation — ~~(c)~~ (c) The Corporation shall not indemnify an individual under ~~Subsection~~ Section 6.1(a) of these By-laws unless,

~~(a)~~ (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and

~~(b)~~ (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that ~~his or her~~ their conduct was lawful.

6.2 ~~6.3~~ Insurance - The Corporation may purchase and maintain insurance for the benefit of each Director or officer of the Corporation, each former director or officer of the Corporation, and each individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity against any liability incurred by the individual,

- (a) in the individual's capacity as a Director or officer of the Corporation; or
- (b) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

## ARTICLE VII GOOD STANDING

7.1 A Member will be in good standing provided that, as determined by the Board or by any committee or task group delegated this authority by the Board:

- (a) the Member's membership has not terminated or the Member has not ceased to be a Member;
- (b) the Member has not been suspended or the Member's membership terminated;
- (c) the Member, as the case may be, is not subject to disciplinary restrictions or sanctions imposed by the Corporation (including, without limiting the generality of the foregoing, pursuant to a determination or decision of the Board or by any committee or task group delegated this authority by the Board);
- (d) the Member has completed and remitted all documents as required by the Corporation;
- (e) the Member has complied with the Corporation's By-laws, policies, procedures, rules and regulations;
- (f) the Member is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board or by any committee or task group delegated this authority by the Board; and
- (g) the Member has paid all required membership fees and other monies owed to the Corporation.

7.2 Member Ceasing to be in Good Standing – A Member that ceases to be in good standing, as determined by the Board or by any committee or task group delegated this authority by the Board, will not be entitled to vote, to make or to second motions or to speak at Members' Meetings, or be entitled to the benefits and privileges of membership until such time as the Board

or by any committee or task group delegated this authority by the Board is satisfied that the Member has met the definition of good standing.

## ~~ARTICLE VIII~~**ARTICLE VII** NOTICE

8.1 ~~7.1~~ Written Notice – In these By-laws, written notice shall mean notice which is hand-delivered, ~~faxed, e-mailed, posted on the corporation's website or~~ provided by mail or courier, or sent by any electronic means to the ~~Registered Address~~relevant Person's most recent relevant address in the records of the Corporation, ~~Director or Member, as the case may be.~~

8.2 ~~7.2~~ Date of Notice – Date of notice shall be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is ~~faxed or e-mailed~~sent by electronic means, or in writing where the notice is couriered, or in the case of notice which is provided by mail, three (3) ~~days~~Days after the date the mail is post-marked.

8.3 ~~7.3~~ Error in Notice – The accidental omission to give notice of a Board meeting ~~of the Directors or the~~ Members' Meeting, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the meeting.

## ~~ARTICLE IX~~**ARTICLE VIII** AMENDMENT OF BY-LAWS

9.1 ~~8.1~~ Amendment of By-Laws – These By-laws may only be amended, revised, repealed or added to in accordance with the Act. ~~Any amendment proposed by a Member or Members must be delivered to the Executive Director at the registered office of the Corporation at least ninety (90) days in advance of the General Meeting so that the Board can consider such proposal.~~

9.2 ~~8.2~~ Notice – The written notice of the General Members' Meeting of the Corporation must include details of the proposed resolution to amend, revise, repeal or add to the By-laws.

## ~~ARTICLE X~~**ARTICLE IX** ADOPTION OF THESE BY-LAWS

10.1 ~~9.1~~ Ratification by Members – These By-laws were ratified by a Special Ordinary Resolution of the Members on ~~October 5, 2013~~ [INSERT DATE].

10.2 ~~9.2~~ Repeal of Prior By-laws – In ratifying these By-laws, the Members ~~of the Corporation~~ repeal all prior Byby-laws of the Corporation. Such repeal shall not impair the validity of any action taken pursuant to the repealed Byby-laws.